

Union Pacific Corporation



0-037A009

Jack E. Jerrett
Senior Corporate Attorney

February 5, 1990

AIRBORNE EXPRESS

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 7773-B FILED 1425
FEB 6 1990 -11 50 AM
INTERSTATE COMMERCE COMMISSION

Re: Missouri Pacific Railroad Company
Equipment Trust Series OO;
Agreement dated as of January 15, 1975

Dear Ms. McGee:

Enclosed please find an original and two counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of January 26, 1990, by Chemical Bank, as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 7773.

I have enclosed a fee of \$15. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Sincerely,

JEJ:ccm
Enclosures
cc: Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

2/6/90

OFFICE OF THE SECRETARY

Jack E. Jerrett-Senior
Corporate Attorney

Martin Tower
Eighth and Eaton Aves.
Bethlehem, PA. 18018

Dear :Sirs

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/90 at 11:50AM and assigned recordation number(s). 7773-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 7773-B FILED 1425

FEB 6 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (formerly a Missouri corporation) (the "Company"), and Chemical Bank, a New York corporation, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of January 15, 1975, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on January 14, 1975 and assigned Recordation No. 7773; and a Supplemental Agreement, dated as of March 2, 1981, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 19, 1981 and assigned Recordation No. 7773-A (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$8,775,000 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Certificates, Series OO; and

WHEREAS, on January 15, 1990, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the

Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not become worn out, lost, destroyed or unsuitable for use.

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 26TH day of JANUARY, 1990.

CHEMICAL BANK,
As Trustee

By: *R. Lorenzen*
R. LORENZEN
SENIOR TRUST OFFICER

Attest:

M. [Signature]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26TH day of JANUARY, 1990, before me personally appeared **R. LORENZEN**, to me personally known, who being by me duly sworn, said that he is a **SENIOR TRUST OFFICER** of Chemical Bank, the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Emily Fayon
Notary Public

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires December 31, 1991

Equipment Trust Agreement Series 00
Dated January 15, 1975
Description of Equipment as of December 31, 1989

2 Locomotives - 1500 HP

1552-1553 Inclusive

1 Locomotive - 2000 HP

2132

2 Locomotives - 2500 HP

2272-2273 Inclusive

67 Insulated Box Cars

780775 - 780783 Inclusive

780786 - 780789 Inclusive

780791 - 780792 Inclusive

780794 - 780801 Inclusive

780805 - 780807 Inclusive

780810 - 780814 Inclusive

780820 - 780821 Inclusive

780824 - 780825 Inclusive

780829

780831 - 780832 Inclusive

780836 - 780837 Inclusive

780839 - 780841 Inclusive

780843 - 780844 Inclusive

780846

780848 - 780849 Inclusive

780852 - 780854 Inclusive

780856 - 780861 Inclusive

780863 - 780864 Inclusive

780867 - 780874 Inclusive